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| **Article I: Name, Purpose, and Governance Structure** | | | |
| **Section and Title** | **Original** | **Change** | **Rationale** |
| 1: Name | No changes |  |  |
| 2: Purpose | No changes |  |  |
| 3: Governance Structure | No changes |  |  |
| 4: Commitment to Diversity | No changes |  |  |
| **Article II: Membership** | | | |
| 1: Members and Voting rights | No changes |  |  |
| 2A & B: Membership Categories | No changes |  |  |
| 3: Termination or Suspension of Membership | No changes |  |  |
| 4: Member action   1. Weighted Voting | No changes |  |  |
| 1. Annual Meeting | *B. Annual Meeting. There shall be an annual membership meeting, during which the Full and Associate Members shall review the general goals and activities of CSWE and suggest program ideas and innovations.* | B. Annual Meeting. There shall be an annual membership meeting. | Procedural details removed from sentence to include in procedural manual |
| 1. Notice | No changes |  |  |
| 1. Waiver | No changes |  |  |
| 1. Quorum | No changes |  |  |
| 1. Manner of Acting | No changes |  |  |
| 1. Proxy Voting | No changes |  |  |
| 1. Special Meetings | No changes |  |  |

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| **Article III: Governance Structure** | | | |
| **Section and Title** | **Original** | **Change** | **Rationale** |
| 1: Board of Directors  1A-Responsibilities | #’s 1, 2, 3, 5, 6, 7, 8, 9 remain same on pp. 4-5  *#4: decide whether to adopt in whole or in part standards and policies formulated by the Commission on Accreditation for evaluation of graduate and undergraduate social work education programs and policies developed by the Commission on Educational Policy* | Modified #4:  *decide whether to adopt in whole or part the policies developed by the Commission on Educational Policy* | per [Memorandum of Understanding](https://www.cswe.org/getattachment/About-CSWE/Governance/Bylaws-and-Policies/A25-MOU_CSWECOA_20120210.pdf.aspx) dated February 12, 2012 as required by CHEA recognition standards that the Commission on Accreditation have sole autonomy in developing and approving the accreditation standards |

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| 1B: Composition | *The Board of Directors shall be composed of the officers of CSWE, the CSWE President, and 18 additional members consisting of:* | Modified to: *The Board of Directors shall be composed of the officers of the Board, the CSWE President/CEO (ex officio nonvoting member), and 17 additional members consisting of:*    *1. four program representatives, divided equally between the deans and directors of accredited undergraduate and graduate social work education programs;*  *2. four faculty members, divided equally between faculty members in accredited graduate social work education programs and faculty members in accredited undergraduate social work education programs;*    *3. one practice representative; and two non-social work educators appointed by the Chair and approved by the Board of Directors to represent interests of value to CSWE.*    *4.The Board of Directors shall also include the six Chairpersons of the Commissions, whether such Commission is provided for in these bylaws or is created by resolution of the Board, as ex officio nonvoting members.* | President/CEO is specified to be ex officio and nonvoting member of the Board. Attorney recommended that we make clearer who the additional 17 members are. |

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| 1B: Composition | p. 5 of bylaws | Removed “*One designee of the Leadership Forum shall also be an ex officio non-voting member. This designee shall be selected by the Leadership Forum and may not be the representative from CSWE.”* | Board membership should only include members of CSWE and no other organizational representatives |
| 1C | No changes |  |  |
| 1D | *The Board shall appoint new Board members to fill any vacancy on the Board of Directors from the same constituency group that the vacating members represented. (p. 6)* | *The Board Chair will recommend new Board members for approval by the Board of Directors to fill any vacancy on the Board of Directors from the same constituency group that the vacating member represented* | This reflects the actual process. |
| 1E | No changes |  |  |

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| **Section and Title** | **Original** | **Change** | **Rationale** |
| 2: Officers  2A1: Duties of Officers | *The chair acts as official head of CSWE in the direction of its business and in the enforcement of the bylaws; sign and execute in the name of CSWE necessary contract and other instruments (p. 6)* | *The Chair shall preside at meetings of the membership, the Board of Directors and the Executive Committee; enforce the bylaws; and makes appointments to Commissions, councils and non-elected committees.” (p. 7)* | President and CEO acts as official head of CSWE in the direction of its business and signs and executes in the name of CSWE necessary contract and other instruments so removed from duties of chair. |
| 2A 2-6 | No changes |  |  |
| 2B 1 and 3 | No changes |  |  |
| 2B2: Election of Officers | *Election of the Chair-elect of CSWE shall take place in the year preceding assumption of office as Chair. The chair-elect shall serve for one year and in the following year begin a 3-year terms as Chair* | *Election of the Chair-elect of CSWE shall take place in the year preceding assumption of office as Chair. The Chair-elect shall serve for one year and in the following year begin a 3-year term as Chair. If the current Chair is re-elected to serve a second term as Chair, then the Chair shall immediately begin the 3-year term as Chair at completion of the previous term. There would be no one-year term as Chair-elect in this circumstance* | No need for someone that has served 3 years as chair to serve a second “chair-elect” term |

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| **Section and Title** | **Original** | **Change** | **Rationale** |
| 3: Executive Committee  3A-Functions #1 |  | added “*The Executive Committee may not: amend bylaws, elect or remove Board members, hire or fire the President/CEO, approve a change to the budget or make major structural decisions (such as adding or eliminating programs).*” | Prior bylaws only specified what executive committee could do, not what it could not do. |
| 3A#2 | *“…the Executive Committee will review and certify the ballot for elections for final review and approval by the Board of Directors.”* | “…*will receive the election ballot from the National Nominating Committee and certify that the ballot meets affirmative action and membership criterion.”* | Specifies process in relation to the National Nominating Committee |
| 3A#3 | No changes |  |  |
| 3B-Composition | *The Executive Committee shall consist of the officers, the President, the Chairperson of the Commission on Accreditation serving ex officio and without vote and three additional Board members who shall be elected by the Board and who shall serve on the Executive Committee for the remainder of their terms as Board members. (p. 7)* | *Modified to:*  *The Executive Committee shall consist of the officers, the President/CEO (ex officio and non-voting), and three additional voting Board members who shall be elected by the Board and who shall serve on the Executive Committee for the remainder of their terms as Board members.”* | Given that the Executive Committee is empowered to act on behalf of the Board in between full board meetings, every member of the Executive Committee should be a voting member of the Board except the President/CEO who is ex-officio and non-voting |
| 4: Nominating Committee  A 1-3 Functions  B 1-6 Composition | A1 & B1 remained the same | A2 & 3 and B2-6 removed from bylaws  Composition of nominating committee changed from 13 elected to 11 elected and 2 appointed from Board of Directors | Procedural details removed from bylaws to include in procedural manual |
| **Section and Title** | **Original** | **Change** | **Rationale** |
| 5A: Commissions, Committees, Councils and Task Forces | Listed names, functions and composition of commissions on pp. 8-13 | Removed Sections 5 1-7 and i-Leadership Forum and only kept 5A which is now *Section 4 Commissions, Committees, Councils and Task Forces*  *There shall be a Commission on Accreditation; a Commission on Educational Policy; a Commission on Membership and Professional Development; a Commission for Diversity and Social & Economic Justice; a Commission on Global Social Work Education; a Commission on Research; and other such commissions, councils, committees, and bodies as provided by the Board of Directors. Commission members shall be appointed by the Chair of the Board.”* | Functions and composition of these groups are procedural and will be included in procedural manual |
| **Article IV: Staff** | | | |
| A: President | Title change on p. 13 | President title was changed to President/CEO throughout the document that mentions President or Executive Director | This reflects current title and bylaws were changed to reflect this title change. |
| B: Other Staff | No changes |  |  |
| **Article V: Finances** | | | |
| 1: Fiscal Year | No changes |  |  |
| 2A, B, C: Income | No changes |  |  |
| 3A, B: Budget and Finance Committee | No changes |  |  |

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| **Article VI: Procedures for Meetings and Elections** | | | |
| **Section and Title** | **Original** | **Change** | **Rationale** |
| 1A-D: Meetings | No changes |  |  |
| 2: Voting Procedures  2A 1-6-Elections of officers, Board of Directors, and Nominating Committee |  | *Modified section 2 title to Voting and removed procedures*  *Removed 2A 1-6 and replaced with “**The Board of Directors and the National Nominating Committee will develop procedures for elections that provide for appropriate notice and support full participation, including written petitions processes and recall procedures.”* | Maintain language about important voting elements but eliminate procedural details; include those in a procedural manual. |
| 2A2: Meetings |  | *All elections may be held by mail ballot. When authorized by the Board of Directors, any member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the member or the member’s proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member or the member’s proxy. A member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of members.* | Section 13.1-846,B of the Virginia law requires that the Bylaws need to provide explicitly that elections can be conducted by mail if you want to do so. We recommend adding this clarification to Article II, Section 3,F. While making this clarification, it’s important to specify that the election by mail can be held for Directors and Officers. |
| **Section and Title** | **Original** | **Change** | **Rationale** |
| 2B 1-4-Dues | Removed B2 & 3 to procedures manual | *Modified to:*  *B. Dues*    *1. Any changes in dues must be approved by a two-thirds majority of the votes cast by the Board of Directors.*    *2.Dues changes take effect at the beginning of the fiscal year.* | Procedural details removed from bylaws to include in procedural manual |
| **Article VII: Amendments** | | | |
| A-E | No changes |  |  |